

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

EXPLORICA, INC.

Plaintiff,

v.

ELDERHOSTEL, INC.
d/b/a EXPLORITAS,

Defendant.

Civil Action No. 09-11719

DECLARATION OF MICHAEL T. JONES

I, Michael T. Jones, under the penalties of perjury hereby depose and state as follows:

1. I submit this declaration based on personal knowledge and belief in support of Plaintiff Explorica, Inc.'s Motion for Preliminary Injunction in the above-captioned matter. I make this declaration primarily for purposes of authentication and I do not anticipate that any of the matters sworn to herein will be disputed.

2. I am an attorney at Goodwin Procter LLP, which represents Explorica in the above-captioned matter.

3. Attached hereto as Exhibit A is a true and correct copy of October 6, 2009 Letter from Douglas R. Wolf to Mark Puzella ("Wolf Letter").

4. Attached hereto as Exhibit B is a true and correct copy of "The History of Elderhostel, Inc. and Exploritas" downloaded from www.exploritas.com.

5. Attached hereto as Exhibit C is a true and correct copy of "Exploritas Fact Sheet" downloaded from www.exploritas.com.

6. Attached hereto as Exhibit D is a true and correct copy of an internet screenshot from the Elderhostel website http://www.exploritas.org/about/pos_page.asp.

7. Attached hereto as Exhibit E is a true and correct copy of an internet screenshot from the Elderhostel website <http://www.exploritas.org/about/ets.asp>.

8. Attached hereto as Exhibit F is a true and correct copy of an internet screenshot from the Elderhostel website http://www.exploritas.org/programs/intergen_list_international.asp.

9. Attached hereto as Exhibit G is a true and correct copy of an internet screenshot from the Elderhostel website http://www.exploritas.org/Programs/intergen_list_domestic.asp.

10. Attached hereto as Exhibit H is a true and correct copy of an internet screenshot from the Elderhostel website <http://www.exploritas.org/about/PR120808.asp>.

11. Attached hereto as Exhibit I is a true and correct copy of Caralee Adams, *Elderhostel Adventures Your Grandkids: Elderhostel has trips to satisfy curious travelers of all ages*, September 11, 2008, found at http://www.aarp.org/aarp/live_and_learn/journeys/articles/elderhostel_adventures_with_your_grandkids.html.

12. Attached hereto as Exhibit J is a true and correct copy of Eileen Ogintz, *Grandparents, Kids Take N.Y. with Elderhostel: 200 different Group Programs Start at \$365 for 4 days, draw 7,000 people yearly*, August 10, 2009, as it appeared at <http://www.msnbc.msn.com/id/32331586/ns/travel-family/>.

13. Attached hereto as Exhibit K is a true and correct copy of Eileen Ogintz, *Elderhostel Trips Connect Kids and Grandparents* (2009), as it appeared at <http://www.cnnstudentnews.cnn.com/2009/TRAVEL/getaways/08/10/elderhostel.nyc/index.html>

14. Attached hereto as Exhibit L is a true and correct copy of an internet screenshot from the Elderhostel website http://www.exploritas.org/programs/change_faq.asp.

15. Attached hereto as Exhibit M is a true and correct copy of Elderhostel's September 23, 2009 press release.

16. Attached hereto as Exhibit N is a true and correct copy of "Elderhostel, Inc. Invites New Generation of Lifelong Learners to Explore the World" downloaded from www.exploritas.com.

17. Attached hereto as Exhibit O is a true and correct copy of Bella English, *Elderhostel Looks to the Younger Set / Broader Approach Irks Some Seniors*, The Boston Globe, September 29, 2009.

18. Attached hereto as Exhibit P is a true and correct copy of Kelly Greene, *Travelers Wanted: Elderhostel Is Hoping That A New Open-Door Policy—And A New Name—Will Revive Its Fortunes*, The Wall Street Journal, September 19, 2009.

19. Attached hereto as Exhibit Q is a true and correct copy of the logo downloaded from www.exploritas.org.

20. Attached hereto as Exhibit R is a true and correct copy of Elderhostel's 2008 Annual Report downloaded from www.exploritas.org.

21. Attached hereto as Exhibit S is a true and correct copy of Explorica's federal registration for the EXPLORICA Mark, U.S. Regis. No. 2,732,669, issued July 1, 2003.

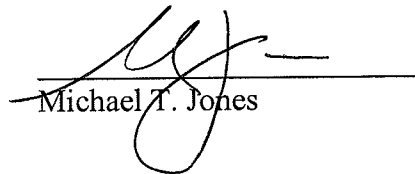
22. Attached hereto as Exhibit T is a true and correct copy of Explorica's registration of the EXPLORICA Mark with the Commonwealth of Massachusetts, Reg. No. 65038, issued November 12, 2004.

23. Attached hereto as Exhibit U is a true and correct copy of Explorica's pending federal trademark application for the E Design Mark.

24. Attached hereto as Exhibit V is a true and correct list of Explorica's registrations of the EXPLORICA Mark in foreign jurisdictions.

25. Attached hereto as Exhibit W is a true and correct copy of *Elderhostel Does Some Rebranding*, as it appeared on Boston.com (September 22, 2009).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on November 3, 2009 in Boston, Massachusetts.



Michael T. Jones